R. J. REYNOLDS/SOUTHLAND 1996 CONTRACT AGREEMENT:

- CURRENT CONTRACT CONTINUES THROUGH DECEMBER 1996.
- RJR MAINTAINS TWO FULL PRICE DISPLAYS WRAPPED AT THE CASH REGISTER NEAREST THE FOOD SERVICE AREA.
- THERE SHOULD BE NO SAVINGS DISPLAYS, ADVERTISING, OR SAVINGS PROMOTION FOR ANY MANUFACTURER.
- DORAL and PREMIUM BUY ARE TO BE PRICED AT PARITY WITH PRICING TO BE COMMUNICATED VIA THE OVERHEAD PRICING PANEL IN ALL 7-ELEVEN DIVISIONS. RJR IS PAYING UP TO $0.20 OFF PER PACK AS NEEDED TO ACCOMMODATE THIS PARITY PRICING. IF THE GAP IS GREATER THAN $0.20, SOUTHLAND PAYS THE REMAINDER OF THE GAP BETWEEN DORAL AND PREMIUM BUY.
- RJR/7-ELEVEN CLOCK.

1996 MONTHLY CONTRACT PAYMENT:

- SELF-SERVICE WRAP DISPLAY

  DESIGNATION: 1BASE2 7-11 MONTHLY RATE: $250.00

- NON-SELF-SERVICE WRAP DISPLAY WITH PLEXIGLAS

  DESIGNATION: PACKOUTLET NSL3C MONTHLY RATE: $110.00

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RETAIL PARTNERS PROGRAM:

- SOUTHLAND WILL PARTICIPATE IN THE RETAIL ACCRUAL PROGRAM (BOTH COMPANY AND FRANCHISE STORES).

- 1996 ACCRUAL PROGRAM LEVEL 1. PLEASE ENTER DATA IN SIS AT ROU LEVEL.

- IN DETERMINING PARTNERS PROMOTION SKUs, CORPORATE VOLUME WILL BE UTILIZED. DIVISION WILL RECEIVE TWO (2) SKUs AS FOLLOWS:
  - DIVISION ACCRUING AT LEVEL 1 WILL RECEIVE TWO (2) FULL PRICE PARTNERS PROMOTIONS: ONE IN FEBRUARY, THE OTHER IN NOVEMBER.
  - DORAL PROMOTIONS, AS MENTIONED, WILL BE EXCLUDED.

WORKPLAN PROMOTIONS:

- SOUTHLAND CORPORATION HAS APPROVED OUR 1996 NATIONAL WORK PLAN PROGRAM.

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7-11 Mgmt

Market No.	No. of Stores	7-Eleven Manager	Address	Phone No.	Fax. No	RJR Manager	Address	Phone No.	Fax. No.
2401	60	Bob Giballa	Virginia Market 1128 Rose Hill Drive, Charlottesville, VA 22903	804-296-4104	804-979-1367				
2402	61	Nancy Wade	Wash. D.C./So. Maryland MKT. 6311 Allentown Road, Temple Hills, MD 20748	301-449-1012	301-449-5413				
2403	76	Mike Geers	Baltimore City MKT. 6311 Allentown Road, Temple Hills, MD 20748	301-449-1581	301-449-5413				
2404	86	Michelle Williamson	Central New Jersey MKT 333 Laurel Oak Rd., Suite 100, Voorhees, NJ 08043	609-783-7711	609-627-3970				
2405	69	Bob Cozens	Bucks/Montgomery County MKTS 2711 Easton Road, Willow Grove, PA 19090	215-672-5711	215-672-5218				
2406	75	Mike Bergen	Delaware County/Delaware State MKTChristian Corporates, 100 Commerce Drive, Suite 100, Newark, DE 19713	302-453-2711	302-453-2710				
2408	78	Larry Przybyszewski	PHILADELPHIA MKT .2711 Easton Rd, Willow Grove, PA 19090	215-672-5711	215-672-5218				
2411	50	Tom Marino	CENTRAL NEW JERSEY MKT Monmouth Shores Corporate Pk., 1350 Campus Parkway, 1st Floor, Neptune, NJ 07753	908-938-3070	908-938-3396				
2412	68	Rich Mihalkovitz	NORTH NEW JERSEY MKT. 555 Route 1 South, 3rd Floor, Iselin, NJ 08830	908-855-7797	908-636-3396				
2421	43	Michael Scales	New York City/Westchester. 135 Maxess Rd., Melville, NY 11747-3830	516-755-0711	516-777-2812				
2421s 2420	28	Michael Scales	Buffalo/Rochester MKT. 6225 Sheridan Dr., Suite 202, Williamsville, NY	716-633-1522	716-632-3168				
2422/ 2483	68	Tom Scallion	Nassau MKT. 135 Maxess Rd., Melville, NY 11747-3830	516-755-0711	516-777-2810				
2423	78	Robert S. Cadigan	Suffolk MKT. 135 Maxess Rd., Melville, NY 11747-3830	516-755-0711	516-777-2813				
2461	45	Dawn Rudnansky	Springfield/Hartford MKT. 100 Roscommon Dr., Suite 310, Middletown, CT 06457	203-635-9359	203-632-9639				
2464	48	Steve Felton	MA/RI/NH MKT. 200 Friberg Parkway, Suite 1005, Westborough, MA 01581	508-898-9704	508-898-9449				

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